

2000-04 Chg of Control Notice (8K) 2000-04 (2).txt

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ACCESSION NUMBER: 0000898430-00-001353

CONFORMED SUBMISSION TYPE: 8-K

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ITEM INFORMATION:

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ITEM INFORMATION:

FILED AS OF DATE: 20000425

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME:

ATLANTIC RICHFIELD CO /DE

CENTRAL INDEX KEY:

0000775483

STANDARD INDUSTRIAL CLASSIFICATION:

PETROLEUM REFINING [2911]

IRS NUMBER:

230371610

STATE OF INCORPORATION:

DE

FISCAL YEAR END:

1231

FILING VALUES:

FORM TYPE: 8-K

SEC ACT:

SEC FILE NUMBER: 001-01196

FILM NUMBER: 608152

BUSINESS ADDRESS:

STREET 1: 333 S HOPE STREET

CITY: LOS ANGELES

STATE: CA

ZIP: 90071

BUSINESS PHONE: 2134863511

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

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1278641

Current Report  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 18, 2000.

ATLANTIC RICHFIELD COMPANY

-----  
(Exact name of registrant as specified in its charter)

Delaware

-----  
(State or other jurisdiction of incorporation)

1-1196

23-0371610

-----  
(Commission File Number)

(IRS Employer  
Identification No.)

333 South Hope Street, Los Angeles, California

90071

-----  
(Address of principal executive offices)

(zip code)

Registrant's telephone number, including area code: (213) 486-3511

Not Applicable

-----  
(Former name or former address, if changed since last report)

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ARCO 8-K  
April 25, 2000

Item 1. Changes in Control of Registrant

On April 18, 2000, the combination of BP Amoco p.l.c. (BP Amoco) and Atlantic Richfield Company (ARCO) was completed by the merger of Prairie Holdings, Inc (a subsidiary of BP Amoco) with and into ARCO, pursuant to the terms of the merger agreement dated March 31, 1999, as amended through March 27, 2000 (Merger Agreement). Pursuant to the Merger Agreement, each share of outstanding common stock of ARCO (except for any such shares owned by BP Amoco, ARCO or any subsidiary of BP Amoco or ARCO) was converted into the right to receive 1.64 BP Amoco American Depositary Receipts (ADRs) or, subject to the timely receipt of elections therefor, 9.84 BP Amoco Ordinary Shares. In addition, the outstanding

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ARCO common stock was delisted from the New York Stock Exchange and other exchanges on which it had been listed. In connection with the merger, on April 18, 2000, ARCO issued 324,711,290 new shares of common stock to BP Amoco. Later on April 18, 2000, BP Amoco transferred all such shares to BP America, Inc., a wholly owned subsidiary of BP Amoco, so that BP Amoco owns indirectly all of the currently outstanding common stock of ARCO.

ARCO's outstanding shares of \$2.80 and \$3.00 Preference Stock remain listed on the New York Stock Exchange. Pursuant to the Merger Agreement, each share of \$2.80 Preference Stock became convertible into 7.872 ADRs and each share of \$3.00 Preference Stock became convertible into 22.304 ADRs. ARCO remains a reporting company within the meaning of the Securities and Exchange Act of 1934.

Also in connection with the merger, all of ARCO's directors and officers, including its executive officers listed in ARCO's Report on Form 10-K for the year ended December 31, 1999, resigned concurrently with the effective date of the merger, April 18, 2000. Effective April 18, 2000, and pursuant to the Merger Agreement, as amended, the directors of Prairie Holdings, Inc became the directors of ARCO. Accordingly the directors of ARCO now are:

Peter B. P. Bevan  
John F. Campbell  
D. Patrick Chapman  
Robert D. Agdern  
James G. Nemeth

Effective April 18, 2000, the following officers were elected:

<TABLE>

<S>

President  
Chief Financial Officer and  
Vice President  
Executive Vice President  
Executive Vice President  
Vice President  
Vice President  
Vice President-Human Resources  
Vice President  
Vice President  
Vice President  
Vice President  
Vice President  
Vice President and  
General Tax Officer  
Corporate Secretary  
Treasurer  
Tax Officer  
Controller  
Assistant Controller  
</TABLE>

<C>

Robert D. Agdern  
  
Eileen A. Kamerick  
David H. Welch  
Roger E. Williams  
W. Murray Air  
Larry D. Burton  
John F. Campbell  
Lucy I. Davies  
William R. Hutchinson  
Chris Noble  
Anthony J. Nocchiero  
Edward W. Sturris  
David R. Watson  
  
James G. Nemeth  
Daniel B. Pinkert  
Robert J. Novaria  
Dale P. Shallow  
Anthony J. Nocchiero  
Charles L. Hall

All of the above individuals are employees of BP Amoco or of a subsidiary company of BP Amoco.

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#### Item 4. Changes in Registrant's Certifying Accountant

On April 18, 2000, in connection with the combination of ARCO and BP Amoco, PricewaterhouseCoopers LLP (PWC) resigned as ARCO's independent accountants. BP Amoco expects to appoint Ernst & Young, who currently act as independent accountants for BP Amoco, as ARCO's independent accountants. During ARCO's two

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most recent fiscal years and through the date of the resignation of PwC as  
ARCO's independent accountants there have been no "disagreements" nor  
"reportable events" within the meaning of Item 304(a) of Regulation S-K.

Item 7. Financial Statements and Exhibits

- (a) None
- (b) None
- (c) Exhibits

3.1 Amendment to Certificate of Incorporation

16 Letter of PricewaterhouseCoopers LLP (PwC) regarding its concurrence with registrant's statement concerning PwC's resignation as independent accountants for ARCO.

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SIGNATURE  
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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ATLANTIC RICHFIELD COMPANY

/s/ Charles L. Hall

\_\_\_\_\_  
Charles L. Hall  
Assistant Controller

Dated: April 25, 2000

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Amendment to Certificate of Incorporation

EXHIBIT 3.1

Article V

Directors

A. The number of directors of the Company shall be fixed from time to time pursuant to the by-laws of the Company. Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the Company.

B. A director of the Company shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Delaware General Corporation Law as currently in effect or as the same may hereafter be amended. No amendment, modification or repeal

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of this Article V shall adversely affect any right or protection of a director  
that exists at the time of such amendment, modification or repeal.

Article VI

By-Laws

The board of directors of the Company is expressly authorized to adopt,  
amend or repeal by-laws of the Company.

Article VII

Action by Shareholders

Any action required or permitted to be taken by the holders of any class or  
series of stock of the Company, including but not limited to the election of  
directors, may be taken by written consent or consents but only if such consent  
or consents are signed by all holders of the class or series of stock entitled  
to vote on such action.

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[LETTERHEAD OF PRICEWATERHOUSECOOPERS LLP]

EXHIBIT 16

April 25, 2000

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Commissioners:

We have read the statements made by Atlantic Richfield Company (copy attached),  
which we understand will be filed with the Commission, pursuant to Item 4 of  
Form 8-K, as part of the Company's Form 8-K report dated April 25, 2000. We  
agree with the statements concerning our Firm in such Form 8-K.

Very truly yours,

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

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-----END PRIVACY-ENHANCED MESSAGE-----